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J. SAULSBERRY
EXAMINER

FEB 07 2011

HOBBY & HOBBY, P.A.
Attorneys and Counselors at Law

H. CLYDE HOBBY
CLARKE G. HOBBY

5709 Tidalwave Drive
New Port Richey, Florida 34652
TEL: (727) 847-5854
FAX: (727) 841-8685

February 2, 2011

VIA FEDERAL EXPRESS

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Certificate Of Conversion and Articles of Incorporation for Rogers Family Investment, Inc.

Gentlemen:

Delivered herewith you will find Certificate Of Conversion and Articles of Incorporation, together with our firm check in the amount of \$131.25 representing filing fee and cost of two certified copies of Certificate Of Conversion and one certified copy of Articles of Incorporation..

Thank you for your cooperation in this matter and please don't hesitate to contact me if you have any questions.

Sincerely,



Sheila H. Charles
Legal Assistant

Encls:

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TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

ROGERS INVESTMENT PARTNERSHIP

Enter Name of Other Business Entity

2. The "Other Business Entity" is a General Partnership

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida

(Enter state, or if a non-U.S. entity, the name of the country)

on March 24, 1989

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

ROGERS FAMILY INVESTMENT, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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Signed this 31st day of December, 2010.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: _____

Printed Name: _____ Title: _____

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: _____

Printed Name: Jason B. Rogers Title: General Partner

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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ARTICLES OF INCORPORATION

OF

ROGERS FAMILY INVESTMENT, INC.

The undersigned incorporator hereby forms a corporation for profit under the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of this corporation shall be: ROGERS FAMILY INVESTMENT, INC.

ARTICLE II

(a) This corporation may engage to transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III

The total amount of authorized capital stock of this corporation shall be ONE THOUSAND DOLLARS (\$1,000.00) to be divided into (1000) SHARES of the value of ONE DOLLAR (\$1.00) each, all of which stock shall be common stock.

ARTICLE IV

The initial street address of the principal office and registered office of the Corporation in the State of Florida shall be 281 East Interlake, Lake Placid, Florida 33862 and the name of its initial registered agent at such address shall be Jason B. Rogers. The mailing address of the corporation is P. O. Box 488, Lake Placid, Florida 33862.

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ARTICLE V

Every shareholder, upon the sale for cash of any new stock or authorized but unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the rights to purchase his prorata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Alton D. Rogers	281 East Interlake Lake Placid, FL 33862
Jason B. Rogers	281 East Interlake Lake Placid, FL 33862
Jill Rogers Bradley	5404 1 st Ave. Dr. N.W. Bradenton, FL 34209

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ARTICLE IX

The names and residence addresses of the Officers of this corporation, who shall hold office for the first year of existence of the corporation, or until their successors are elected and have qualified are as follows:

NAME AND ADDRESS

Jason B. Rogers, President
281 East Interlake
Lake Placid, FL 33862

Jill Rogers Bradley, Vice President
5404 1st Ave. Dr. N.W.
Bradenton, FL 34209

Alton D. Rogers, Secretary
281 East Interlake
Lake Placid, FL 33862

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ARTICLE X

This corporation shall have the power, at its option, to purchase and acquire any and all of its stock owned and held by any such stockholder as should during his lifetime desire to sell or transfer his shares, upon the following terms and conditions, to-wit:

(a) The stockholder desiring to sell or transfer his stock during his lifetime must give thirty (30) days notice by registered mail of his intention to make such disposition, said notice being deemed sufficient if and when addressed to the corporation at its principal office as set forth in its Charter. The corporation shall thereupon have the option within thirty (30) days to purchase all such stock. The election to exercise the option shall be in writing and mailed by registered mail to the party desiring to so dispose

of his stock, said notice being deemed sufficient if and when addressed to said party at his address as it appears on the registry books of the corporation; or

(b) The purchase price shall be payable in cash, and shall be the fair market value of the stock as of the first notice, as determined according to accepted practices, and shall be binding upon the parties; and, further

(c) If the stock aforesaid is not purchased by said corporation within the time hereinabove specified, such stockholder, shall be free to dispose of his stock to any person whomsoever; provided however, that

(d) Any such stock as is purchased as aforesaid by the said corporation shall be divided or assigned by the then secretary of the corporation to any one or more of the remaining stockholders or said corporation, each their respective pro rata share, on the payment by such stockholders of the proportionate amount of the purchase price hereof, and upon thirty (30) days notice to all such remaining stockholders, by registered mail, sent to each of them to the address appearing on the registry books of said corporation; but, in the event that

(e) Any such remaining stockholder declines or fails, within thirty (30) days, to exercise the aforescribed right to acquire his proportionate share of such purchased stock, then and thereupon, the other remaining stockholders shall have the right to acquire such portion of said stock; but in the event that,

(f) Any of the aforescribed purchased stock is not taken and purchased by any and all of the remaining stockholders, then and thereupon the remaining stock heretofore acquired by the corporation shall become its treasury stock, to be subsequently

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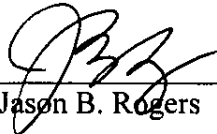
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held or reissued in any manner and under such terms as the Board of Directors may determine.

ARTICLE XI

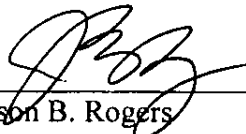
The name and street address of the incorporator to these Articles of Incorporation is: Jason B. Rogers, 281 East Interlake, Lake Placid, FL 33862

IN WITNESS WHEREOF, the undersigned incorporation has hereunto set his hand and seal this 31st day of December, 2010.

 (SEAL)
Jason B. Rogers

ACCEPTANCE OF REGISTERED AGENT

Jason B. Rogers, having been named to accept service of process for Rogers Family Investment, Inc. at the place designated in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


Jason B. Rogers

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